

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: YELLOW CORPORATION, <i>et al.</i> , ¹ Debtors.)))))))	Chapter 11 Case No. 23-11069 (CTG) (Jointly Administered) Re: Docket No. 1285
--	---------------------------------	---

**NOTICE OF FILING OF ASSET PURCHASE AGREEMENT DATED AS OF
DECEMBER 8, 2023 BETWEEN THE DEBTORS AND GPSS HOLDINGS, LLC**

PLEASE TAKE NOTICE that, on September 15, 2023 the Court entered that certain *Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors’ Assets; (B) Scheduling Auctions and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures (D) Scheduling Sale Hearings and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Lease; and (III) Granting Related Relief* [Docket No. 575] (the “Bidding Procedures Order”).²

PLEASE TAKE FURTHER NOTICE that the Debtors commenced the Auction for Real Property Assets on November 28, 2023 and completed bidding for those certain Real Property Assets set forth in the *Notice of Winning Bidders and, if Applicable, Back-up Bidders with Respect to Certain of the Debtors’ Real Property Assets* [Docket No. 1268] (the “Notice of Winning Bidders”) filed on December 4, 2023, including, among others, those Real Property Assets which are the subject of the GPSS Asset Purchase Agreement (defined below).

PLEASE TAKE FURTHER NOTICE that, on December 6, 2023, the Debtors filed the proposed *Order (I) Approving Certain Asset Purchase Agreements; (II) Authorizing and Approving Sales of Certain Real Property Assets of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, in Each Case Pursuant to the Applicable Asset Purchase Agreement; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, in Each Case as Applicable Pursuant to the Applicable Asset Purchase Agreement; and (IV) Granting Related Relief* [Docket No. 1285] seeking authorization, among other things, to enter into the GPSS Asset Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that attached at **Exhibit A** hereto is a true and correct copy of that certain *Asset Purchase Agreement Dated as of December 9, 2023 Between GPSS Holdings, LLC, as Purchaser, and Yellow Corporation and its Subsidiaries Named Therein, as Sellers* (as may be amended, modified, or supplemented from time to time, including all exhibits and schedules thereto, the “GPSS Asset Purchase Agreement”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

² Capitalized terms used in this notice but not defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Notice of Winning Bidders, as applicable.

Dated: December 8, 2023
Wilmington, Delaware

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)
Timothy P. Cairns (DE Bar No. 4228)
Peter J. Keane (DE Bar No. 5503)
Edward Corma (DE Bar No. 6718)
PACHULSKI STANG ZIEHL & JONES LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19801
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
tcairns@pszjlaw.com
pkeane@pszjlaw.com
ecorma@pszjlaw.com

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)
David Seligman, P.C. (admitted *pro hac vice*)
Whitney Fogelberg (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: patrick.nash@kirkland.com
david.seligman@kirkland.com
whitney.fogelberg@kirkland.com

-and-

Allyson B. Smith (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: allyson.smith@kirkland.com

Co-Counsel for the Debtors and Debtors in Possession